

Prodigy Gold NL – Corporate Code of Conduct

1. PURPOSE

The purpose of this Corporate Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.

2. ACCOUNTABILITIES

2.1 Directors, Senior Executives, Managers and Supervisors

Directors, senior executives, managers and supervisors are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- (b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- (c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.

2.2 Employees, Consultants, Agents and Other Representatives of the Company

All employees, consultants, agents and other representatives retained by the Company are responsible for:

- (a) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;
- (b) reporting suspected corrupt conduct; and
- (c) reporting any departure from the Code of Conduct by themselves or others.

3. PERSONAL AND PROFESSIONAL BEHAVIOUR

When carrying out duties, all persons the subject of this Code of Conduct ("Person") should:

- (a) behave honestly and with integrity and report other employees who are behaving dishonestly;
- (b) carry out their work with integrity and to a high standard and in particular, commit to the Company's Corporate Code of Conduct.
- (c) operate within the law at all times;
- (d) follow the policies of the Company; and
- (e) act in an appropriate business-like manner when representing the Company in public forums.

Guiding principles to which a Person should strive to comply are:

- (a) performance (strive to excel) through expressing energy and initiative, working as a team, being accountable for all actions and always reaching for continuous improvement;

- (b) simplicity (keep it simple) through focusing on priorities, avoiding bureaucracy, communicating clearly and striving to be quickly understood;
- (c) leadership (show the way) through providing positive direction in a dynamic context, thinking strategically, being innovative and creative in a way that is inspiring to others;
- (d) commercial focus (treat the Company as if they owned it) by being financially responsible, making ruthlessly objective decisions, staying fully informed, understanding the market and working always to create long term shareholder value; and
- (e) integrity (always doing the right thing) through always acting with openness, honesty, authenticity and respect to all stakeholders including the global community. A company that expresses dignity through the dignity of its office bearers.

4. CONFLICT OF INTEREST

Potential for conflict of interest arises when it is likely that a Person could be influenced, or it could be perceived that a Person is influenced by a personal interest when carrying out their duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

- (a) Some situations that may give rise to a conflict of interest include situations where a Person has:
 - (i) financial interests in a matter the Company deals with or a Person is aware that their friends or relatives have a financial interest in the matter;
 - (ii) Directorships/management of outside organisations;
 - (iii) membership of boards of outside organisations;
 - (iv) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
 - (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on a Person's duty and obligations to the Company;
 - (vi) access to information that can be used for personal gain; and
 - (vii) offer of an inducement.
- (b) The Person involved may often be the only person aware of the potential for conflict. It is the Person's responsibility to avoid any conflict from arising that could compromise their ability to perform their duties impartially. The Person must report any potential or actual conflicts of interest to their manager.
- (c) If a Person is uncertain whether a conflict exists, that matter should be discussed with their manager and attempt to resolve any conflicts that may exist.
- (d) A Person must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to their manager.

5. PUBLIC AND MEDIA COMMENT

- (a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- (b) Employees, other than Key Management Personnel, must not make official comment on matters relating to the Company unless they are:
 - (i) authorised to do so by Chief Executive Officer / Managing Director; or

- (ii) giving evidence in court; or
- (iii) otherwise authorised or required to by law.
- (c) Employees and Key Management Personnel must not release unpublished or privileged information unless they have the authority to do so from the Chief Executive Officer / Managing Director or the Chair.
- (d) The above restrictions apply except where prohibited by law, for example in relation to “whistleblowing”.

6. USE OF COMPANY RESOURCES

Requests to use Company resources outside core business time should be referred to management for approval.

If employees are authorised to use Company resources outside core business times they must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.

Employees using Company resources *without* obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

7. SECURITY OF INFORMATION

Employees are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Employees must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

8. INTELLECTUAL PROPERTY/COPYRIGHT

Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names, designations, and inventions and is valuable to the Company.

The Company is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Employees must obtain written permission to use any such intellectual property from the Chief Executive Officer / Managing Director or Company Secretary before making any use of that property for purposes other than as required in their role as employee.

9. DISCRIMINATION AND HARASSMENT

Employees must not harass, discriminate, or support others who harass and discriminate against colleagues, clients, stakeholders or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, homosexuality or transgender.

Such harassment or discrimination may constitute an offence under legislation. Managers should understand and apply the principles of Equal Employment Opportunity.

10. CORRUPT CONDUCT

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- (a) official misconduct;
- (b) bribery and blackmail;

- (c) unauthorised use of confidential information;
- (d) fraud; and
- (e) theft.

Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct. Where appropriate, such conduct will be reported to the relevant authorities.

11. OCCUPATIONAL HEALTH AND SAFETY

It is the responsibility of all employees to act in accordance with occupational health and safety legislation, regulations and the Company's Occupational Health and Safety Manual and to use security and safety equipment provided.

Specifically all employees are responsible for safety, their own safety and for the safety of others in their work area by:

- (a) following the safety and security directives of management;
- (b) advising management of areas where there is a potential problem in safety and reporting suspicious occurrences; and
- (c) minimising risks in the workplace.

12. ENVIRONMENT AND COMMUNITY

All employees are expected to conduct their business in harmony with stakeholders' and the wider community's desire to conserve and protect the natural environment and community interests.

Specifically all employees are responsible for environmental matters in their work area by:

- (a) following the directives of management in regards to community relations and the environment;
- (b) being conscientious of the environment and acting in accordance with environmental legislation and regulations; and
- (c) reporting to management potential problems that could affect the environment or the relationship with stakeholders.

13. LEGISLATION

It is essential that all employees comply with the laws and regulations of the countries in which we operate. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to management.

14. FAIR DEALING

The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each employee should endeavour to deal fairly with the Company's suppliers, customers and other employees.

15. INSIDER TRADING

All employees must observe the Company's "*Security Trading Policy*". In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Directors, management and employees are not allowed to trade in the Company's securities. All trading in the Company's securities must be approved by the appropriate officer of the Company.

16. RESPONSIBILITIES TO INVESTORS

The Company strives for full, fair and accurate disclosure of financial and other information on a timely basis.

17. BREACHES OF THE CODE OF CONDUCT

Employees should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.

Breaches of this Code of Conduct may lead to disciplinary action which may include dismissal and, where appropriate, will be reported to the relevant authorities. The process for disciplinary action is outlined in Company policies and guidelines, relevant industrial awards and agreements.

18. REPORTING MATTERS OF CONCERN

Employees are encouraged to raise any matters of concern in good faith with the Chief Executive Officer / Managing Director, the Company Secretary or any Director without fear of retribution.